

BYLAWS OF BECOMING

as adopted August 21, 2005
and Modified: July 21, 2007, July 27, 2008

ARTICLE I. NAME AND PURPOSES

Section 1.1. Name. The name of the Corporation shall be Becoming – a non-profit religious society or church incorporated under the laws of the District of Columbia (hereinafter referred to as “Becoming” or “the Church”).

Section 1.2. Purpose. The Church is a gathering of men and women who freely come together to worship and experience community and connection. Specifically the Church is organized to

- 1.2.1** To maintain and operate a religious fellowship, community, and or church following the beliefs and core values of Becoming, as set forth in these Bylaws
- 1.2.2** To engage in religious and charitable activities connected therewith; and more specifically stated, to provide religious ceremonies, education, information, advice, and training in relation to Becoming and related religious subjects; to conduct religious services and to perform any and all religious functions.

Section 1.3. Core Ideal. The core ideal of the Church is that “The Divine abounds everywhere and dwells in everything. The Many are One.” To participate fully in the celebrations of the Church, one should be able to affirm this statement in good conscience.

Section 1.4. Core Values. The core values of the Church are Honesty, Commitment and Respect.

ARTICLE II. AUTHORITY AND DUTIES OF DIRECTORS

Section 2.1. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Church by law.

Section 2.2. Number, Selection, and Tenure. The Board shall consist at least three (3) Directors, two (2) of whom shall be the Celebrant of Becoming and Steward of Becoming.

- 2.2.1** Directors shall be elected at the Annual Meeting of the Membership.
- 2.2.2** Only Active Members, who have been a member for at least a year, may serve as Directors.
- 2.2.3** The total number of Directors ("Y"), including the Celebrant and Steward, shall be
 - 2.2.3.1** Three (3) if the number of Active Members at the time of the annual meeting is thirteen (13) or fewer;
 - 2.2.3.2** Determined by the following formula if the number of Active Members ("X")

at the time of the Annual Meeting is fourteen (14) or more, where the total number of directors is represented by "Y": $Y = (X/7) + 2$. Y shall be rounded down to an integer.

2.2.3.3 If the total number of Directors determined by application of 2.2.3.2 is fewer than the number of Directors with unexpired terms, then there shall be no election for new Directors and all Directors then in office shall serve out the remainder of their elected term.

2.2.3.3.1 An election for Celebrant or Steward shall be held regardless of the total number of Directors and Active Members.

2.2.4 Directors shall be elected by a majority vote of those Active Members present at the Annual Meeting and those absentee ballots received prior to Annual Meeting.

2.2.5 A Director may serve for any number of two (2) year terms, consecutive or otherwise.

2.2.5.1 At the first election following adoption of these Bylaws, the Celebrant shall be elected for a two year term; the Steward shall be elected to a one year term, as shall half of the other Directors elected.

2.2.6 Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of the term shall be filled by a majority vote of the remaining Directors. Directors selected to fill a vacancy shall serve until the next Annual Meeting. The quorum requirement of 2.7 does not apply to this subsection.

Section 2.3. Compensation. Directors shall not be compensated for serving on the Board, but may be reimbursed for actual expenses incurred on behalf of the Church. Directors who also serve as employees of the Church may be compensated for their service as employees.

Section 2.4. Resignation. Resignations are effective upon receipt by the Secretary of written notification.

Section 2.5. Meetings, Attendance. The Board of Directors shall hold a regular meeting at least once each quarter.

2.5.1 At each meeting, the date for the next regular meeting shall be determined.

2.5.2 Any Active Member may attend any meeting of the Board as a non-voting observer.

2.5.3 A special meeting may be called by the President or any two (2) Directors.

Section 2.6. Notice. The Secretary shall send written, facsimile or e-mail notice of regular meetings of the Board, together with proposed agenda items to all Directors and Officers and any other person directly affected by any item on the agenda two weeks prior to the meeting.

2.6.1 Notice of regular meetings shall be made to the Membership via the Members E-Mail List no less than one (1) week prior to the meeting.

2.6.2 Notice of special meetings shall be made to the Membership via the Members E-Mail List if time permits.

Section 2.7. Quorum. A quorum shall consist of a majority of the total number of voting Board members in office.

Section 2.8. Voting. All decisions will be by majority vote of those Directors present at a meeting at which a quorum is present.

Section 2.9. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approve the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. A facsimile signature or consent via electronic mail shall be valid.

Section 2.10. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 2.11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Church.

Section 2.12. Executive Committee. An Executive Committee exercising the policy-making authority of the Board must consist of only voting Board members and must consist of a minimum of three (3) members.

Section 2.13. Executive Session. All meetings of the Board of Directors shall be open to all Active Members. However, the Board may, by two-thirds majority vote, elect to conduct deliberation of a specific agenda item in Executive Session, thereby excluding even Active Members.

Section 2.14. Dialogue with Membership. The Board collectively, and each Director individually, shall, within reason, seek input from the membership on all major decisions.

2.14.1 Particular effort will be made to seek input from any member directly impacted by a specific decision.

ARTICLE III. CELEBRANT AND STEWARD

Section 3.1. Presiding Celebrant of Becoming. The Presiding Celebrant shall provide spiritual leadership to the membership, and is responsible for officiating the monthly service or making sure that there is someone to assume the duties. The Presiding Celebrant shall continue to bring growth and meaning to the monthly service and may propose changes that fulfill the spiritual needs of the membership.

3.1.1 The Presiding Celebrant shall be elected at an Annual Meeting by a majority vote of Active Members present and those absentee ballots received prior to Annual Meeting, and shall serve a two (2) year term.

3.1.2 The Presiding Celebrant shall serve as a Director of the Church.

Section 3.2. Steward of Becoming. The Steward shall be primarily responsible for day-to-day administration of the Church and shall coordinate administration of Church operations.

3.2.1 The Steward shall be elected at an Annual Meeting by a majority vote of Active Members present and those absentee ballots received prior to Annual Meeting, and shall serve a two (2) year term.

3.2.1.1 In the first election following the adoption of these Bylaws, the Steward shall be elected to a one-year term.

3.2.2 The Steward shall serve as a Director of the Church.

ARTICLE IV. AUTHORITY AND DUTIES OF OFFICERS

Section 4.1. Officers. The officers of the Church shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate.

Section 4.2. Appointment of Officers. Officers shall be elected and appointed by the Board of Directors.

Section 4.3. Term of Office. Officers shall serve until resignation or removal.

Section 4.4. Resignation. Resignations are effective upon receipt by the Secretary of written notification.

Section 4.5. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.9, whenever in the Board's judgment the best interests of the Church will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.6. President. In addition to any other duties assigned by the Board, the President shall serve as Chief Executive Officer of the Church and shall have the power and authority to execute documents and enter into contracts on behalf of the Church. The President may not serve as Treasurer or Secretary.

Section 4.7. Treasurer. In addition to any other duties assigned by the Board, the Treasurer shall have custody of all funds of the Church and shall keep a ledger open to the Active Members of the Church. The Treasurer shall be responsible for compiling an annual comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

Section 4.8. Secretary. In addition to any other duties assigned by the Board, the Secretary shall keep minutes of all meetings of the Board of Directors and shall distribute a copy to the Directors, Officers and any Active Member requesting a copy. The Secretary shall submit an annual report at the Annual Meeting which shall include, but not be limited to, a description of the Church's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; and, information about the governing body and structure, including identification of officers, Directors, and chief

administrative personnel.

4.8.1 Minutes of meetings shall include, at a minimum, agenda items discussed, major arguments made during the discussion, the number of votes on each side of an issue (and the number of abstentions), and Members, Officers, Directors, employees or guests in attendance.

4.8.2 Members and Friends attending a meeting may elect to be identified in meeting minutes by any name on record with the Steward.

ARTICLE V. MEMBERSHIP

Section 5.1. Age Requirement. Participation in Becoming activities is limited to adults eighteen years or older, children of any age attending with a legal caregiver, and teens over the age of fifteen with full parental consent as defined by resolution of the Board.

Section 5.2. Friend of Becoming.

5.2.1 One may become a Friend by attending a monthly Circle.

5.2.2 Friends shall honor the Core Values while attending Becoming events and make all efforts to do so in their daily lives.

5.2.3 Friend status may be revoked by the Board if a friend does not attend any Becoming events over the course of one year or is found in violation of the Core Values.

Section 5.3. Member of Becoming.

5.3.1 One becomes a Member by attending four (4) monthly Circles in an eight (8) month period and expressing a desire to become a Member.

5.3.2 A Member must attend a minimum of six (6) official events during a twelve (12) month period to remain Active.

5.3.2.1 At least three (3) of these official events must be a monthly Circle.

5.3.3 Members may

5.3.3.1 propose, plan and lead events of their choosing under the auspices of Becoming;

5.3.3.2 participate in business meetings and shall have an equal vote in decisions;

5.3.3.3 be elected to the Board of Directors.

5.3.4 Should a member fail to meet the requirements of 5.3.2, s/he becomes an Inactive Member, losing only the right to vote. A member may remain Inactive for a year, after which s/he reverts to Friend status.

5.3.4.1 An Inactive Member may become active by attending two sequential monthly Circles.

5.3.5 Members shall honor the Core Values of Becoming -- honesty, commitment and respect -- while attending Becoming events and in their day-to-day lives.

ARTICLE VI. IMPEACHMENT AND REMOVAL

Section 6.1. Impeachment. Directors (including the Celebrant and Steward) and Members may be impeached by either a majority vote of the Board or on delivery to the Secretary of a written petition of one-third (1/3) of the Active Members.

6.1.1 Officers shall be impeached by delivery to the Secretary of a written petition of one-third (1/3) of the Active Members.

Section 6.2. Removal. At a Membership Meeting immediately following the monthly Circle following Impeachment, an impeached Director, Member or Officer shall be removed by a two-thirds (2/3) vote of Active Members in attendance.

6.2.1 The Secretary shall give seven (7) days notice via the Members E-Mail list to all Active Members of the impeachment and date of the Circle at which removal will be decided.

6.2.2 If the next monthly Circle falls within the notice period, removal will be decided at the following month's Circle.

Section 6.3. Mediation. During the notice period, those initiating impeachment and the impeached individual shall engage in mediation to resolve the difficulty. The Celebrant shall supervise this mediation.

6.3.1 If the Celebrant is a party to the impeachment, the Steward shall supervise this mediation.

6.3.2 If both the Celebrant and Steward are party to the impeachment, a non-party Active Member shall be selected at random to supervise the mediation.

ARTICLE VII. ADMINISTRATION

Section 7.1. Fiscal Year. The fiscal year of the Church shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

Section 7.2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the Treasurer, or any other officer or agent of the Church designated by the Board, and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.3. Accounts. All funds of the Church, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Treasurer or any other officer or agent of the Church to whom such power may from time to time be delegated by the Board.

Section 7.4. Deposits. For the purpose of deposit and for the purpose of collection for that account of the Church, checks, drafts, and other orders of the Church may be endorsed, assigned, and delivered on behalf of the Church by any officer or agent of the Church.

Section 7.5. Offices. The principal office of the Church shall be in the District of Columbia. The Church may also have offices at such other places within or without the District of Columbia as the Board may from time to time determine.

Section 7.6. E-Mail Lists. The Steward shall maintain the following E-Mail lists on behalf of

the Church and such other lists as the Board may from time to time determine:

- 7.6.1** the Members E-Mail List shall include all Members (Active or Inactive);
- 7.6.2** the Friends E-Mail List shall include all Members and Friends;
- 7.6.3** the Announcement List shall include all Members and Friends and may include members of the general public.
 - 7.6.3.1** The Board may remove any member of the general public from the Announcement List.
- 7.6.4** A Friend or Member may remove herself from any e-mail list; the Secretary is not obligated to provide alternative notification of Becoming Meetings or Events to those members who choose not to participate in an e-mail list.
 - 7.6.4.1** Members without access to e-mail shall be provided notice by phone or mail whenever possible.

ARTICLE VIII. CONFLICTS OF INTEREST

Section 8.1. Existence of Conflict. A conflict of interest may exist when the direct, personal, financial interest of any Director or officer competes with the financial interest of the Church. The fact that a Director or officer is also a Director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Church also obtains or seeks funds shall not by itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.

Section 8.2. Disclosure of Conflict. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter.

Section 8.3. Nonparticipation in Vote. The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

Section 8.4. Minutes of Meetings. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

ARTICLE IX. MEETINGS & EVENTS

Section 9.1. Annual Meeting. The Board of Directors shall cause to be convened each year a general meeting of the Church, which shall be open to all Members.

- 9.1.1** This meeting shall include, but not be limited to the following business:
 - 9.1.1.1** Election of the Celebrant
 - 9.1.1.2** Election of the Steward
 - 9.1.1.3** Election of other Directors
 - 9.1.1.4** Ratification of any amendment to the Bylaws adopted by the Board of

Directors pursuant to Section 13.1.

- 9.1.1.5 Such other business, including amendments to these Bylaws, as may be proposed by the Board of Directors or any Active Member.
- 9.1.2 Notice of the Annual Meeting shall be made via the Members E-Mail List at least two months in advance of the date of the meeting to all Active Members of the Church.
- 9.1.3 Except where otherwise provided for in the Articles of Incorporation or these Bylaws, all decisions shall be made by majority vote of those Active Members present.
 - 9.1.3.1 Active Members may participate in an Annual Meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.
 - 9.1.3.2 The procedure for voting for Presiding Celebrant, Steward and Directors (Officer Ballots) shall be by written ballot received either in advance of Annual Meeting (absentee only) or cast in person at Annual Meeting.
 - 9.1.3.2.1 All nominations shall be finalized seven days prior to Absentee Officer Ballots being release to membership. No names shall be added once Absentee Officer Ballots have been released.
 - 9.1.3.2.2 Absentee Officer Ballots shall be available to membership at least one month before annual meeting.
 - 9.1.3.2.3 Absentee Officer Ballots shall be either a) hand-delivered to the Steward at the Monthly Circle of Connection directly prior to the Annual Meeting or b) mailed as hard copy to location designated by Steward.
- 9.1.4 The first Annual Meeting shall be held on August 21, 2005, and in the month of July in every year thereafter.
 - 9.1.4.1 Notice of the first Annual Meeting will be made via the Members E-Mail list no later than August 14, 2005.

Section 9.2. Special meetings of the Membership. The President may call, and shall call on a majority vote of the Board or upon receipt of a petition of one-third (1/3) of the Active Members, a special meeting of the membership with at least seven (7) days notice via the Members E-Mail List to all Active Members. Any matter, except those discussed in 9.1.1.1 through 9.1.1.3, may be decided at Special Meeting.

Section 9.3. Majority Vote. Except where otherwise provided for in the Articles of Incorporation or these Bylaws, all decisions at Annual or Special Meetings of the Membership and all Board meetings shall be adopted by majority vote.

- 9.3.1 There shall be no voting by proxy. Only Presiding Celebrant, Steward, and Directors may be voted upon by absentee ballot.
- 9.3.2 In the case of a tie, a motion is deemed to have failed.

Section 9.5. Becoming Events. The Board of Directors may designate any event an Official Event of the Church of one of the following three types:

- 9.4.1 Membership Event, which shall be open only to Members of Becoming.
 - 9.4.1.1 Membership Events may be advertised on the Members E-Mail List.

- 9.4.2** Friend Event, which shall be open to Members and Friends of Becoming.
- 9.4.2.1** Friend Events may be advertised on the Member and Friends E-Mail List.
- 9.4.3** Open Event, which shall be open to the general public.
- 9.4.3.1** Open Events shall be announced on the Becoming Announcement List and may be advertised in other appropriate public fora.
- 9.4.3.2** The Board of Directors shall cause to be convened on a Sunday of each month a Monthly Circle, which shall be an Open Event.
- 9.4.4** The Board shall be guided, but not bound, by the wishes of the event organizer in designating the event type.

ARTICLE X. ORDINATION

Upon completion of requirements determined by the Board, the Church may ordain any Member over the age of 25 as a Celebrant and issue a Celebrant's Certificate. Certified Celebrants shall be authorized to perform weddings, funerals and baptisms and other sacraments as the Board may from time to time determine.

ARTICLE XI. ANNUAL REPORTS

An annually updated written account of the Church's purposes, structure, programs and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Church's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, Directors, and chief administrative personnel; and a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

ARTICLE XII. INDEMNIFICATION

Every member of the Board of Directors, officer, or employee of Becoming may be indemnified by the Church against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which Director, officer, or employee may become involved by reason of being or having been a member of the Board, officer, or employee of the Church, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Church. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board, officer or employee is entitled.

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 13.1. Board Adoption. These Bylaws may be altered, amended or repealed and new

Bylaws may be adopted by a majority vote of the Board of Directors, provided seven (7) days prior notice is given via the Members E-Mail List of the proposed amendment to all Directors and Active Members.

13.1.1 Changes in the Bylaws adopted by the Board remain provisional until ratified by majority vote at the next Annual Meeting.

Section 13.2. Adoption at Annual Meeting. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Active Membership at an Annual Meeting.

ARTICLE XIV. ANTI-DISCRIMINATION POLICY

Becoming shall not discriminate in employment or any other matter on the basis of political affiliation, race, color, national origin, sex, age, marital status, source of income, personal physical appearance, sexual orientation or preference, gender identity, visible gender variance, family responsibilities, physical handicap, or developmental disability.

AMENDMENTS

As passed by the members of Becoming at the 2007 annual meeting of the membership.

- The Elected celebrant of Becoming will now be known as the “Presiding Celebrant.”

As passed by the members of Becoming at the 2008 annual meeting of the membership. The bolded words indicate changes. If bylaw line number is bold, indicates entirely new section.

- 2.2.4: Directors shall be elected by a majority vote of those Active Members present at the Annual Meeting **and those absentee ballots received prior to Annual Meeting.**
- 3.1.1 The Presiding Celebrant shall be elected at an Annual Meeting by a majority vote of Active Members present **and those absentee ballots received prior to Annual Meeting,** and shall serve a two (2) year term.
- 3.2.1 The Steward shall be elected at an Annual Meeting by a majority vote of Active Members present **and those absentee ballots received prior to Annual Meeting,** and shall serve a two (2) year term.
- 9.1.3 Except where otherwise provided for in the Articles of Incorporation or these Bylaws, all decisions shall be made by majority vote of those Active Members present.
- **9.1.3.2** The procedure for voting for Presiding Celebrant, Steward and Directors (Officer Ballots) shall be by written ballot received either in advance of Annual Meeting (absentee only) or cast in person at Annual Meeting
- **9.1.3.2.1** All nominations shall be finalized seven days prior to Absentee Officer Ballots being release to membership. No names shall be added once Absentee Officer Ballots have been released.
- **9.1.3.2.2** Absentee Officer Ballots shall be available to membership at least one month before annual meeting
- **9.1.3.2.3** Absentee Officer Ballots shall be either a) hand-delivered to the Steward at the Monthly Circle of Connection directly prior to the Annual Meeting or b) mailed as hard copy to location designated by Steward.
- 9.3.1: There shall be no voting by proxy. **Only Presiding Celebrant, Steward, and Directors may be voted upon by absentee ballot.**